

18766-A

JAN 25 '99

11-10AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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OF COUNSEL
URBAN A. LESTER

January 25, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 18766.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131


A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

Counter Parts -
Ad.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

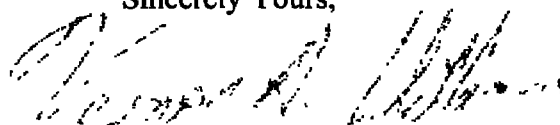
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/26/99 at 11:10AM, and

assigned recordation numbers (s): 9092-F, 15688-B, 15724- A, 16235-C, 16878-A,
16943-C, 17102-A, 17427-A, 17721-B, 17825-J ,
18162-A, 18766-A, 19518-I, 19615-E and 19616-E.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

\$ 390.00

The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

RECORDED

18766A

December 22, 1998

1AM 26'99

11-10AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

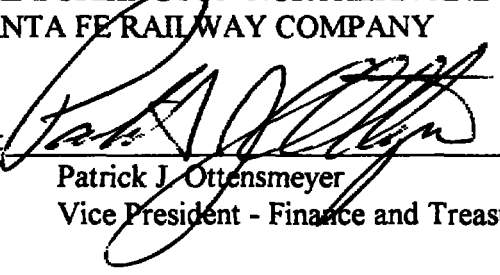
Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By:



Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Craig N. Smetko
Notary Public
My Commission Expires: 01/12/99
Residing in Cook County, Illinois

RECORDATION NUMBER: 18766**Equipment Description:**

Number of Units: forty-six (46)
Model: C449W

**Old Reporting Mark
and Road Numbers****New Reporting Mark
and Road Numbers**

ATSF	600	BNSF	600
ATSF	601	BNSF	601
ATSF	602	BNSF	602
ATSF	603	BNSF	603
ATSF	604	BNSF	604
ATSF	605	BNSF	605
ATSF	606	BNSF	606
ATSF	607	BNSF	607
ATSF	608	BNSF	608
ATSF	609	BNSF	609
ATSF	610	BNSF	610
ATSF	611	BNSF	611
ATSF	612	BNSF	612
ATSF	613	BNSF	613
ATSF	614	BNSF	614
ATSF	615	BNSF	615
ATSF	616	BNSF	616
ATSF	617	BNSF	617
ATSF	618	BNSF	618
ATSF	619	BNSF	619
ATSF	620	BNSF	620
ATSF	621	BNSF	621
ATSF	622	BNSF	622
ATSF	623	BNSF	623
ATSF	624	BNSF	624
ATSF	625	BNSF	625
ATSF	626	BNSF	626
ATSF	627	BNSF	627
ATSF	628	BNSF	628
ATSF	629	BNSF	629
ATSF	630	BNSF	630
ATSF	631	BNSF	631
ATSF	632	BNSF	632
ATSF	633	BNSF	633

RECORDATION NUMBER: 18766

ATSF	634
ATSF	635
ATSF	636
ATSF	637
ATSF	638
ATSF	639
ATSF	640
ATSF	641

ATSF	643
ATSF	645
ATSF	647
ATSF	649

BNSF	634
BNSF	635
BNSF	636
BNSF	637
BNSF	638
BNSF	639
BNSF	640
BNSF	641

BNSF	643
BNSF	645
BNSF	647
BNSF	649